

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

PHARMASTEM THERAPEUTICS, INC.,

Plaintiff,

v.

VIACELL, INC., OBSTETRICAL AND
GYNECOLOGICAL ASSOCIATES, P.A.,
FEMPARTNERS, INC., and CARITAS ST.
ELIZABETH'S MEDICAL CENTER OF
BOSTON, INC.,

Defendants.

CIVIL ACTION NO. 04-11673 (RWZ)

DECLARATION OF TERESE DILLINGHAM


I, Terese Dillingham, Esq., do declare and state:

I am an attorney at the law firm of Goodwin Procter LLP, Exchange Place, Boston, Massachusetts, 02109. This firm represents ViaCell, Inc., Obstetrical and Gynecological Associates, P.A., FemPartners, Inc., and Caritas St. Elizabeth's Medical Center of Boston, Inc. (collectively "defendants") in the above-captioned proceeding. I make this declaration in support of Defendants' Motion to Stay Proceedings.

1. Attached hereto as Exhibit A is a true and accurate copy of portions of the Transcript of Proceedings Before the Honorable James S. Moody, Jr., U.S.D.C., Civ. No, 8:04-cv-1740-T-30TGW (November 9, 2004).

2. Attached hereto as Exhibit B is a true and accurate copy of the Order by Judge James S. Moody, Jr., dated November 10, 2004, staying Civ. No., 8:04-cv-1740-T-30TGW.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 13th day of December, 2004.


Terese Dillingham